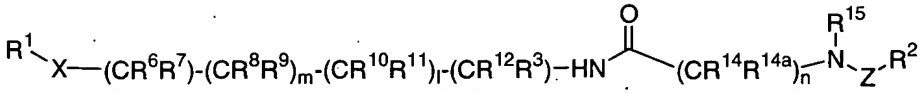
AMENDMENTS TO THE CLAIMS

1. (PREVIOUSLY PRESENTED) A compound of Formula (I)



(I)

or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-, $-SO_2-$, and $-SO_2NH-$;

X is selected from $-NR^{17}-$, -O-, and $-CHR^{16}NR^{17}-$;

R^1 is selected from a C_{6-10} aryl group substituted with 0-5 R^4;

R^2 is selected from a C_{6-10} aryl group substituted with 0-5 R^5;

R^3 is selected from $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{3d}$, $(CRR)_qS(O)_pR^{3d}$, $(CRR)_rC(O)R^{3b}$, $(CRR)_qNR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}OR^{3d}$, $(CRR)_qSO_2NR^{3a}R^{3a}$, $(CRR)_rC(O)OR^{3d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{3e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{3c}, C_{2-6} alkyl substituted with 0-3 R^{3e}, C_{3-8} alkenyl substituted

with 0-3 R^{3e}, C_{3-8} alkynyl substituted with 0-3 R^{3e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{3e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{3e}, C_{2-8} alkenyl substituted with 0-3 R^{3e}, C_{2-8} alkynyl substituted with 0-3 R^{3e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{3e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3c} is independently selected from $-C(O)R^{3b}$, $-C(O)OR^{3d}$, $-C(O)NR^{3f}R^{3f}$, and $(CH_2)_r$phenyl;

R^{3d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{3e}, C_{3-6} alkenyl substituted with 0-3 R^{3e}, C_{3-6} alkynyl substituted with 0-3 R^{3e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{3e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH,

SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{3f}R^{3f}$, and $(CH_2)_r$phenyl;

R^{3f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CHR)_rC(O)NR^{3a}R^{3a}$, and $(CHR)_rC(O)OR^{3d}$, and $(CH_2)_r$phenyl substituted with R^{3e};

R^4, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{4a}R^{4a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{4d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{4d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{4b}$, $(CR'R')_rC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b}$, $(CR'R')_rC(O)O(CR'R')_rR^{4d}$, $(CR'R')_rOC(O)(CR'R')_rR^{4b}$, $(CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}$, $(CR'R')_rOC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}$, $(CR'R')_rC(=NR^{4f})NR^{4a}R^{4a}$, $(CR'R')_rNHC(=NR^{4f})NR^{4f}R^{4f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{4b}$, $(CR'R')_rS(O)_2NR^{4a}R^{4a}$, $(CR'R')_rNR^{6f}S(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{4f}S(O)_2(CR'R')_rR^{4b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', and $(CR'R')_r$phenyl substituted with 0-3 R^{4e};

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alternatively, two R^4 on adjacent atoms on R^1 may join to form a cyclic acetal;

R^{4a}, at each occurrence, is independently selected from H, methyl substituted with 0-1R^{4g}, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{4e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4b}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{4e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4d}, at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{4e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{4e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e};

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R^{4e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, and $(CH_2)_r$phenyl;

R^{4f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{4g} is independently selected from $-C(O)R^{4b}$, $-C(O)OR^{4d}$, $-C(O)NR^{4f}R^{4f}$, and $(CH_2)_r$phenyl;

R^5, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{5a}R^{5a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{5d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{5d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{5b}$, $(CR'R')_rC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b}$, $(CR'R')_rC(O)O(CR'R')_rR^{5d}$, $(CR'R')_rOC(O)(CR'R')_rR^{5b}$, $CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d}$, $(CR'R')_rOC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CR'R')_rC(=NR^{5f})NR^{5a}R^{5a}$, $(CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{5b}$, $(CR'R')_rS(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}S(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}S(O)_2(CR'R')_rR^{5b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', and $(CR'R')_r$phenyl substituted with 0-3 R^{5e};

alternatively, two R^5 on adjacent atoms on R^2 may join to form a cyclic acetal;

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R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{5e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{5e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5d}, at each occurrence, is independently selected from C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{5e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{5e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl,

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Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{5f}R^{5f}$, and $(CH_2)_r$phenyl;

R^{5f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{5g} is independently selected from $-C(O)R^{5b}$, $-C(O)OR^{5d}$, $-C(O)NR^{5f}R^{5f}$, and $(CH_2)_r$phenyl;

R', at each occurrence, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{5e};

R^6, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$, $(CRR)_qS(O)_pR^{6d}$, $(CRR)_rC(O)R^{6b}$, $(CRR)_rNR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}OR^{6d}$, $(CRR)SO_2NR^{6a}R^{6a}$, $(CRR)_rC(O)OR^{6d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{6e}, C_{3-8} alkenyl substituted with 0-3 R^{6e}, C_{3-8} alkynyl substituted with 0-3 R^{6e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CH_2)_r$-5-10 membered heterocyclic

system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{6e}, C_{2-8} alkenyl substituted with 0-3 R^{6e}, C_{2-8} alkynyl substituted with 0-3 R^{6e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{6e}, C_{3-6} alkenyl substituted with 0-3 R^{6e}, C_{3-6} alkynyl substituted with 0-3 R^{6e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O$-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^{6f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

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R^{6g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{6d}$, $(CHR)_qS(O)_pR^{6d}$, $(CHR)_rC(O)R^{6b}$, $(CHR)_qNR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}OR^{6d}$, $(CHR)_qSO_2NR^{6a}R^{6a}$, $(CHR)_rC(O)OR^{6d}$, and a $(CHR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e};

R^7, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{7d}$, $(CRR)_qS(O)_pR^{7d}$, $(CRR)_rC(O)R^{7b}$, $(CRR)_rNR^{7a}R^{7a}$, $(CRR)_rC(O)NR^{7a}R^{7a}$, $(CRR)_rC(O)NR^{7a}OR^{7d}$, $(CRR)_qSO_2NR^{7a}R^{7a}$, $(CRR)_rC(O)OR^{7d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{7e}, C_{3-8} alkenyl substituted with 0-3 R^{7e}, C_{3-8} alkynyl substituted with 0-3 R^{7e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{7e}, C_{2-8} alkenyl substituted with 0-3 R^{7e}, C_{2-8} alkynyl substituted with 0-3 R^{7e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue

substituted with 0-2 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{7e}, C_{3-6} alkenyl substituted with 0-3 R^{7e}, C_{3-6} alkynyl substituted with 0-3 R^{7e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R^{7f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^8 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{8d}$, $(CRR)_rS(O)_pR^{8d}$, $(CRR)_rC(O)R^{8b}$, $(CRR)_rNR^{8a}R^{8a}$, $(CRR)_rC(O)NR^{8a}R^{8a}$, $(CRR)_rC(O)NR^{8a}OR^{8d}$, $(CRR)_rSO_2NR^{8a}R^{8a}$, $(CRR)_rC(O)OR^{8d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{8e}, and a $(CRR)_r$-5-10 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{8e}, C_{3-8} alkenyl substituted with 0-3 R^{8e}, C_{3-8} alkynyl substituted with 0-3 R^{8e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{8e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{8e}, C_{2-8} alkenyl substituted with 0-3 R^{8e}, C_{2-8} alkynyl substituted with 0-3 R^{8e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{8e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{8e}, C_{3-6} alkenyl substituted with 0-3 R^{8e}, C_{3-6} alkynyl substituted with 0-3 R^{8e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{8e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{8f}R^{8f}$, and $(CH_2)_r$phenyl;

R^{8f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{8g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{8d}$, $(CHR)_qS(O)_pR^{8d}$, $(CHR)_rC(O)R^{8b}$, $(CHR)_qNR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}OR^{8d}$, $(CHR)_qSO_2NR^{8a}R^{8a}$, $(CHR)_rC(O)OR^{8d}$, and a $(CHR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{8e};

R^9 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{9d}$, $(CRR)_rS(O)_pR^{9d}$, $(CRR)_rC(O)R^{9b}$, $(CRR)_rNR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}OR^{9d}$, $(CRR)_rSO_2NR^{9a}R^{9a}$, $(CRR)_rC(O)OR^{9d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{9e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{9e}, C_{3-8} alkenyl substituted with 0-3 R^{9e}, C_{3-8} alkynyl substituted with 0-3 R^{9e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a

$(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{9e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{9e}, C_{2-8} alkenyl substituted with 0-3 R^{9e}, C_{2-8} alkynyl substituted with 0-3 R^{9e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{9e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{9e}, C_{3-6} alkenyl substituted with 0-3 R^{9e}, C_{3-6} alkynyl substituted with 0-3 R^{9e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{9e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{9f}R^{9f}$, and $(CH_2)_r$phenyl;

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R^{9f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{10} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{10d}$, $(CRR)_rS(O)_pR^{10d}$, $(CRR)_rC(O)R^{10b}$, $(CRR)_rNR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}OR^{10d}$, $(CRR)_rSO_2NR^{10a}R^{10a}$, $(CRR)_rC(O)OR^{10d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{10e}, C_{3-8} alkenyl substituted with 0-3 R^{10e}, C_{3-8} alkynyl substituted with 0-3 R^{10e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{10e}, C_{2-8} alkenyl substituted with 0-3 R^{10e}, C_{2-8} alkynyl substituted with 0-3 R^{10e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{10e}, and a $(CH_2)_r$-5-6 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{10e}, C_{3-6} alkenyl substituted with 0-3 R^{10e}, C_{3-6} alkynyl substituted with 0-3 R^{10e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{10e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{10f}R^{10f}$, and $(CH_2)_r$phenyl;

R^{10f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{10g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{10d}$, $(CHR)_qS(O)_pR^{10d}$, $(CHR)_rC(O)R^{10b}$, $(CHR)_qNR^{10a}R^{10a}$, $(CHR)_rC(O)NR^{10a}R^{10a}$, $(CHR)_rC(O)NR^{10a}OR^{10d}$, $(CHR)_qSO_2NR^{10a}R^{10a}$, $(CHR)_rC(O)OR^{10d}$, and a $(CHR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e};

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R^{11}, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{11d}$, $(CRR)_rS(O)_pR^{11d}$, $(CRR)_rC(O)R^{11b}$, $(CRR)_rNR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}OR^{11d}$, $(CRR)_rSO_2NR^{11a}R^{11a}$, $(CRR)_rC(O)OR^{11d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{11e}, C_{3-8} alkenyl substituted with 0-3 R^{11e}, C_{3-8} alkynyl substituted with 0-3 R^{11e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{11e}, C_{2-8} alkenyl substituted with 0-3 R^{11e}, C_{2-8} alkynyl substituted with 0-3 R^{11e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{11e}, C_{3-6} alkenyl substituted with 0-3 R^{11e}, C_{3-6} alkynyl substituted with 0-3 R^{11e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$phenyl;

R^{11f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{12} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{12d}$, $(CRR)_qS(O)_pR^{12d}$, $(CRR)_rC(O)R^{12b}$, $(CRR)_rNR^{12a}R^{12a}$, $(CRR)_rC(O)NR^{12a}R^{12a}$, $(CRR)_rC(O)NR^{12a}OR^{12d}$, $(CRR)_qSO_2NR^{12a}R^{12a}$, $(CRR)_rC(O)OR^{12d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3

R^{12e}, C_{3-8} alkenyl substituted with 0-3 R^{12e}, C_{3-8} alkynyl substituted with 0-3 R^{12e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{12e}, C_{2-8} alkenyl substituted with 0-3 R^{12e}, C_{2-8} alkynyl substituted with 0-3 R^{12e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{12e}, C_{3-6} alkenyl substituted with 0-3 R^{12e}, C_{3-6} alkynyl substituted with 0-3 R^{12e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH,

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$(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{12f}R^{12f}$, and $(CH_2)_r$phenyl;

R^{12f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{14} and R^{14a} are H,

R^{15} is H;

R^{16} is selected from H, C_{1-4} alkyl substituted with 0-3 R^{16a}, and C_{3-6} cycloalkyl substituted with 0-3 R^{16a};

R^{16a} is selected from C_{1-4} alkyl, -OH, -SH, $-NR^{16c}R^{16c}$, $-C(O)NR^{16c}R^{16c}$, and $-NHC(O)R^{16c}$;

R^{16c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{17} is selected from H, C_{1-4} alkyl, and C_{3-4} cycloalkyl;

n is 1;

l is selected from 0 and 1;

m is selected from 0 and 1;

p, at each occurrence, is selected from 0, 1, or 2;

q, at each occurrence, is selected from 1, 2, 3, or 4; and

r, at each occurrence, is selected from 0, 1, 2, 3, or 4.

2. (PREVIOUSLY PRESENTED) A compound of claim 1, wherein

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-, $-SO_2-$, and $-SO_2NH-$;

X is selected from $-NR^{17}-$, -O-, and $-CHR^{16}NR^{17}-$;

R^1 is selected from a C_{6-10} aryl group substituted with 0-5 R^4;

R^2 is selected from a C_{6-10} aryl group substituted with 0-5 R^5;

R^3 is selected from $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{3d}$, $(CRR)_qS(O)_pR^{3d}$, $(CRR)_rC(O)R^{3b}$, $(CRR)_qNR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}OR^{3d}$, $(CRR)_qSO_2NR^{3a}R^{3a}$, $(CRR)_rC(O)OR^{3d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{3e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{3c}, C_{2-6} alkyl substituted with 0-3 R^{3e}, C_{3-8} alkenyl substituted

with 0-3 R^{3e}, C_{3-8} alkynyl substituted with 0-3 R^{3e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{3e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{3e}, C_{2-8} alkenyl substituted with 0-3 R^{3e}, C_{2-8} alkynyl substituted with 0-3 R^{3e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{3e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3c} is independently selected from $-C(O)R^{3b}$, $-C(O)OR^{3d}$, $-C(O)NR^{3f}R^{3f}$, and $(CH_2)_r$phenyl;

R^{3d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{3e}, C_{3-6} alkenyl substituted with 0-3 R^{3e}, C_{3-6} alkynyl substituted with 0-3 R^{3e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{3e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F,

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Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{3f}R^{3f}$, and $(CH_2)_r$phenyl;

R^{3f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CHR)_rC(O)NR^{3a}R^{3a}$, and $(CHR)_rC(O)OR^{3d}$, and $(CH_2)_r$phenyl substituted with R^{3e};

R^4, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{4a}R^{4a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{4d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{4d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{4b}$, $(CR'R')_rC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b}$, $(CR'R')_rC(O)O(CR'R')_rR^{4d}$, $(CR'R')_rOC(O)(CR'R')_rR^{4b}$, $(CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}$, $(CR'R')_rOC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}$, $(CR'R')_rC(=NR^{4f})NR^{4a}R^{4a}$, $(CR'R')_rNHC(=NR^{4f})NR^{4f}R^{4f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{4b}$, $(CR'R')_rS(O)_2NR^{4a}R^{4a}$, $(CR'R')_rNR^{6f}S(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{4f}S(O)_2(CR'R')_rR^{4b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl

substituted with 0-3 R', and $(CR'R')_r$phenyl substituted with 0-3 R^{4e};

alternatively, two R^4 on adjacent atoms on R^1 may join to form a cyclic acetal;

R^{4a}, at each occurrence, is independently selected from H, methyl substituted with 0-1R^{4g}, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{4e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4b}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{5e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4d}, at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{4e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{4e}, and a $(CH_2)_r$-5-6

membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e};

R^{4e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, and $(CH_2)_r$phenyl;

R^{4f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{4g} is independently selected from $-C(O)R^{4b}$, $-C(O)OR^{4d}$, $-C(O)NR^{4f}R^{4f}$, and $(CH_2)_r$phenyl;

R^5, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{5a}R^{5a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{5d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{5d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{5b}$, $(CR'R')_rC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b}$, $(CR'R')_rC(O)O(CR'R')_rR^{5d}$, $(CR'R')_rOC(O)(CR'R')_rR^{5b}$, $CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d}$, $(CR'R')_rOC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CR'R')_rC(=NR^{5f})NR^{5a}R^{5a}$, $(CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{5b}$, $(CR'R')_rS(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}S(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}S(O)_2(CR'R')_rR^{5b}$, C_{1-6} haloalkyl, C_{2-8}

alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', and $(CR'R')_r$phenyl substituted with 0-3 R^{5e};

alternatively, two R^5 on adjacent atoms on R^2 may join to form a cyclic acetal;

R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{5e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{5e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5d}, at each occurrence, is independently selected from C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{5e}, a $(CH_2)_r$-C_{3-10}

carbocyclic residue substituted with 0-3 R^{5e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{5f}R^{5f}$, and $(CH_2)_r$phenyl;

R^{5f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{5g} is independently selected from $-C(O)R^{5b}$, $-C(O)OR^{5d}$, $-C(O)NR^{5f}R^{5f}$, and $(CH_2)_r$phenyl;

R', at each occurrence, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{5e};

R^6, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$, $(CRR)_qS(O)_pR^{6d}$, $(CRR)_rC(O)R^{6b}$, $(CRR)_rNR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}OR^{6d}$, $(CRR)SO_2NR^{6a}R^{6a}$, $(CRR)_rC(O)OR^{6d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

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R^{6a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{6e}, C_{3-8} alkenyl substituted with 0-3 R^{6e}, C_{3-8} alkynyl substituted with 0-3 R^{6e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{6e}, C_{2-8} alkenyl substituted with 0-3 R^{6e}, C_{2-8} alkynyl substituted with 0-3 R^{6e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{6e}, C_{3-6} alkenyl substituted with 0-3 R^{6e}, C_{3-6} alkynyl substituted with 0-3 R^{6e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6}

cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^{6f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{6g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{6d}$, $(CHR)_qS(O)_pR^{6d}$, $(CHR)_rC(O)R^{6b}$, $(CHR)_qNR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}OR^{6d}$, $(CHR)_qSO_2NR^{6a}R^{6a}$, $(CHR)_rC(O)OR^{6d}$, and a $(CHR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e};

R^7, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{7d}$, $(CRR)_qS(O)_pR^{7d}$, $(CRR)_rC(O)R^{7b}$, $(CRR)_rNR^{7a}R^{7a}$, $(CRR)_rC(O)NR^{7a}R^{7a}$, $(CRR)_rC(O)NR^{7a}OR^{7d}$, $(CRR)_qSO_2NR^{7a}R^{7a}$, $(CRR)_rC(O)OR^{7d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{7e}, C_{3-8} alkenyl substituted with 0-3 R^{7e}, C_{3-8} alkynyl substituted with 0-3 R^{7e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CH_2)_r$-5-10 membered heterocyclic

system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{7e}, C_{2-8} alkenyl substituted with 0-3 R^{7e}, C_{2-8} alkynyl substituted with 0-3 R^{7e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{7e}, C_{3-6} alkenyl substituted with 0-3 R^{7e}, C_{3-6} alkynyl substituted with 0-3 R^{7e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R^{7f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^8 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{8d}$, $(CRR)_rS(O)_pR^{8d}$, $(CRR)_rC(O)R^{8b}$, $(CRR)_rNR^{8a}R^{8a}$, $(CRR)_rC(O)NR^{8a}R^{8a}$, $(CRR)_rC(O)NR^{8a}OR^{8d}$, $(CRR)_rSO_2NR^{8a}R^{8a}$, $(CRR)_rC(O)OR^{8d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{8e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{8e}, C_{3-8} alkenyl substituted with 0-3 R^{8e}, C_{3-8} alkynyl substituted with 0-3 R^{8e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{8e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{8e}, C_{2-8} alkenyl substituted with 0-3 R^{8e}, C_{2-8} alkynyl substituted with 0-3 R^{8e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{8e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3

R^{8e}, C_{3-6} alkenyl substituted with 0-3 R^{8e}, C_{3-6} alkynyl substituted with 0-3 R^{8e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{8e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{8f}R^{8f}$, and $(CH_2)_r$phenyl;

R^{8f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{8g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{8d}$, $(CHR)_qS(O)_pR^{8d}$, $(CHR)_rC(O)R^{8b}$, $(CHR)_qNR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}OR^{8d}$, $(CHR)_qSO_2NR^{8a}R^{8a}$, $(CHR)_rC(O)OR^{8d}$, and a $(CHR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{8e};

R^9 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{9d}$, $(CRR)_rS(O)_pR^{9d}$, $(CRR)_rC(O)R^{9b}$, $(CRR)_rNR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}OR^{9d}$, $(CRR)_rSO_2NR^{9a}R^{9a}$, $(CRR)_rC(O)OR^{9d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{9e}, and a $(CRR)_r$-5-10 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{9e}, C_{3-8} alkenyl substituted with 0-3 R^{9e}, C_{3-8} alkynyl substituted with 0-3 R^{9e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{9e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{9e}, C_{2-8} alkenyl substituted with 0-3 R^{9e}, C_{2-8} alkynyl substituted with 0-3 R^{9e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{9e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{9e}, C_{3-6} alkenyl substituted with 0-3 R^{9e}, C_{3-6} alkynyl substituted with 0-3 R^{9e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{9e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{9f}R^{9f}$, and $(CH_2)_r$phenyl;

R^{9f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{10} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{10d}$, $(CRR)_rS(O)_pR^{10d}$, $(CRR)_rC(O)R^{10b}$, $(CRR)_rNR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}OR^{10d}$, $(CRR)_rSO_2NR^{10a}R^{10a}$, $(CRR)_rC(O)OR^{10d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{10e}, C_{3-8} alkenyl substituted with 0-3 R^{10e}, C_{3-8} alkynyl substituted with 0-3 R^{10e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{10e}, C_{2-8} alkenyl substituted with 0-3 R^{10e}, C_{2-8} alkynyl substituted with 0-3 R^{10e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{10e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{10e}, C_{3-6} alkenyl substituted with 0-3 R^{10e}, C_{3-6} alkynyl substituted with 0-3 R^{10e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{10e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{10f}R^{10f}$, and $(CH_2)_r$phenyl;

R^{10f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{10g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{10d}$, $(CHR)_qS(O)_pR^{10d}$, $(CHR)_rC(O)R^{10b}$, $(CHR)_qNR^{10a}R^{10a}$,

$(CHR)_rC(O)NR^{10a}R^{10a}$, $(CHR)_rC(O)NR^{10a}OR^{10d}$, $(CHR)_qSO_2NR^{10a}R^{10a}$, $(CHR)_rC(O)OR^{10d}$, and a $(CHR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e};

R^{11}, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{11d}$, $(CRR)_rS(O)_pR^{11d}$, $(CRR)_rC(O)R^{11b}$, $(CRR)_rNR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}OR^{11d}$, $(CRR)_rSO_2NR^{11a}R^{11a}$, $(CRR)_rC(O)OR^{11d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{11e}, C_{3-8} alkenyl substituted with 0-3 R^{11e}, C_{3-8} alkynyl substituted with 0-3 R^{11e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{11e}, C_{2-8} alkenyl substituted with 0-3 R^{11e}, C_{2-8} alkynyl substituted with 0-3 R^{11e}, a $(CH_2)_r$-C_{3-6}

carbocyclic residue substituted with 0-2 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{11e}, C_{3-6} alkenyl substituted with 0-3 R^{11e}, C_{3-6} alkynyl substituted with 0-3 R^{11e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$phenyl;

R^{11f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{12} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{12d}$, $(CRR)_qS(O)_pR^{12d}$, $(CRR)_rC(O)R^{12b}$, $(CRR)_rNR^{12a}R^{12a}$, $(CRR)_rC(O)NR^{12a}R^{12a}$, $(CRR)_rC(O)NR^{12a}OR^{12d}$, $(CRR)_qSO_2NR^{12a}R^{12a}$, $(CRR)_rC(O)OR^{12d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{12e}, and

a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{12e}, C_{3-8} alkenyl substituted with 0-3 R^{12e}, C_{3-8} alkynyl substituted with 0-3 R^{12e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{12e}, C_{2-8} alkenyl substituted with 0-3 R^{12e}, C_{2-8} alkynyl substituted with 0-3 R^{12e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{12e}, C_{3-6} alkenyl substituted with 0-3 R^{12e}, C_{3-6} alkynyl substituted with 0-3 R^{12e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, -O-C_{1-6} alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{12f}R^{12f}$, and $(CH_2)_r$phenyl;

R^{12f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{14} and R^{14a} are H,

R^{15} is H;

R^{16} is selected from H, C_{1-4} alkyl substituted with 0-3 R^{16a}, and C_{3-6} cycloalkyl substituted with 0-3 R^{16a};

R^{16a} is selected from C_{1-4} alkyl, -OH, -SH, $-NR^{16c}R^{16c}$, $-C(O)NR^{16c}R^{16c}$, and $-NHC(O)R^{16c}$;

R^{16c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{17} is selected from H, C_{1-4} alkyl, and C_{3-4} cycloalkyl;

n is 1;

l is selected from 0 and 1;

m is selected from 0 and 1;

p, at each occurrence, is selected from 0, 1, or 2;

q, at each occurrence, is selected from 1, 2, 3, or 4; and

r, at each occurrence, is selected from 0, 1, 2, 3, or 4.

3. (CANCELLED)

4. (PREVIOUSLY PRESENTED) The compound of claim 2, wherein:

R^{16} is selected from H, C_{1-4} alkyl substituted with 0-1 R^{16a}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and s-butyl, and C_{3-4} cycloalkyl substituted with 0-3 R^{16a} wherein the cycloalkyl is selected from cyclopropyl and cyclobutyl;

R^{16a} is selected from methyl, ethyl, propyl, i-propyl, -OH, -SH, $-NR^{16c}R^{16c}$, $-C(O)NR^{16c}R^{16c}$, and $-NHC(O)R^{16c}$; and

R^{17} is selected from H, methyl, ethyl, propyl, and i-propyl.

5. (ORIGINAL) The compound of claim 4, wherein:

R^9 and R^{11} are H; and

R^8 and R^{10} are independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl.

6. (PREVIOUSLY PRESENTED) The compound of claim 5, wherein:

R^3 is selected from $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{3d}$, $(CRR)_qS(O)_pR^{3d}$, $(CRR)_rC(O)R^{3b}$, $(CRR)_qNR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}OR^{3d}$, $(CRR)_qSO_2NR^{3a}R^{3a}$, $(CRR)_rC(O)OR^{3d}$, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{3e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

AMENDMENTS TO THE CLAIMS

R^6 is selected from H, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$, $(CRR)_qS(O)_pR^{6d}$, $(CRR)_rC(O)R^{6b}$, $(CRR)_qNR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}OR^{6d}$, $(CRR)_qSO_2NR^{6a}R^{6a}$, $(CRR)_rC(O)OR^{6d}$, a $(CRR)_r$-C_{6-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-6 R^{6e} wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,6-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^7 is H;

R^{12} is selected from H, methyl, ethyl, and propyl;

7. (PREVIOUSLY PRESENTED) The compound of claim 6, wherein:

R^1 is selected from phenyl substituted with 0-3 R^4;

R^2 is selected from phenyl substituted with 0-3 R^5.

AMENDMENTS TO THE CLAIMS

8. (PREVIOUSLY PRESENTED) The compound of claim 7, wherein:

X is $-CHR^{16}NR^{17}-$;

R^4, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CR'R')_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{4a}R^{4a}$, $(CR'R')_rOH$, $(CR'R')_rOR^{4d}$, $(CR'R')_rSH$, $(CR'R')_rSR^{4d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)R^{4b}$, $(CR'R')_rC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{4f}C(O)R^{4b}$, $(CR'R')_rC(O)OR^{4d}$, $(CR'R')_rOC(O)R^{4b}$, $(CR'R')_rNR^{4f}C(O)OR^{4d}$, $(CR'R')_rOC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}$, $(CR'R')_rS(O)_pR^{4b}$, $(CR'R')_rS(O)_2NR^{4a}R^{4a}$, $(CR'R')_rNR^{4f}S(O)_2R^{4b}$, $(CR'R')_rNR^{4f}S(O)_2\ NR^{4a}R^{4a}$, C_{1-6} haloalkyl, and $(CR'R')_r$phenyl substituted with 0-3 R^{4e};

alternatively, two R^4 on adjacent atoms join to form $-O-(CH_2)-O-$;

R^{4a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{4b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl,

t-butyl, pentyl, hexyl, allyl, propargyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{4e}, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^{4d}, at each occurrence, is selected from H, methyl, CF_3, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{4e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, and $(CH_2)_r$phenyl;

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R^{4f}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl;

R^5, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s- butyl, t-butyl, pentyl, hexyl, $(CR'R')_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{5a}R^{5a}$, $(CR'R')_rOH$, $(CR'R')_rOR^{5d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rSR^{5d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)R^{5b}$, $(CR'R')_rC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}C(O)R^{5b}$, $(CR'R')_rC(O)OR^{5d}$, $(CR'R')_rOC(O)R^{5b}$, $(CR'R')_rNR^{5f}C(O)OR^{5d}$, $(CR'R')_rOC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)O(CR'R')_rR^{5d}$, $(CR'R')_rS(O)_pR^{5b}$, $(CR'R')_rS(O)_2NR^{5a}R^{5a}$, $(CR'R'')_rNR^{5f}S(O)_2R^{5b}$, C_{1-6} haloalkyl, and $(CHR')_r$phenyl substituted with 0-3 R^{5e};

alternatively, two R^5 on adjacent atoms join to form $-O-(CH_2)-O-$;

R^{5a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-1 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl;

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R^{5b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, azetidinyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, morphlinyl, piperidinyl, pyrrolyl, 2,5-dihydropyrrolyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^{5d}, at each occurrence, is selected from H, methyl, CF_3, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{5e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{5f}R^{5f}$, and $(CH_2)_r$phenyl; and

R^{5f}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl.

9. (ORIGINAL) The compound of claim 8, wherein:

R^5 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF_3, CF_2CF_3, CF_2H, OCF_3, Cl, Br, I, F, SCF_3, $NR^{5a}R^{5a}$, $NHC(O)OR^{5a}$, $NHC(O)R^{5b}$, and $NHC(O)NHR^{5a}$; and

R^{12} is selected from H and methyl.

10. (PREVIOUSLY PRESENTED) A compound of claim 9, wherein:

Z is -C(O)-;

X is $-CHR^{16}NR^{17}-$;

R^1 is selected from phenyl substituted with 0-3 R^4;

R^2 is phenyl substituted with 0-2 R^5;

R^3 is selected from $(CRR)_qOH$, $(CRR)_qOR^{3d}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)NR^{3a}R^{3a}$, $(CHR)_rC(O)NR^{3a}OR^{3d}$, $(CH_2)C(O)R^{3b}$, $(CH_2)_rC(O)OR^{3d}$, and (CH_2)-phenyl;

R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl,

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CH_2CF_3, $C(CH_3)CH_2CH_2OH$, cyclopropyl, 1-methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;

R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl;

R^{3d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl and benzyl;

R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

R^4 is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene, OCH_3,OCF_3, SCH_3, SO_2CH_3, Cl, F, Br, CN;

alternatively, two R^4 join to form $-O-(CH_2)-O-$;

R^6 is selected from H, methyl, ethyl, propyl, i-propyl, butyl, $C(O)OCH_3$, $C(O)NHCH_2CH_3$;

R^7, R^9, and R^{11} are H;

R^8 is H;

R^{10} is selected from H and methyl;

R^{16} is selected from H and methyl;

R^{17} is selected from H and methyl;

m is 0 or 1;

l is 0 or 1

r is 0 or 1; and

q is 1.

11. (CANCELLED)

12. (CANCELLED)

13. (CANCELLED)

14. (PREVIOUSLY PRESENTED) The compound of claim 1, wherein the compound is selected from:

Methyl (2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

Methyl (2*R*)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

(2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoic acid;

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(2*S*)-*N*-Methyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*R*)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Benzyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Isopropyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Cyclopropyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Cyclobutyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Phenyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*,*N*-Dimethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Methyl,N-methoxy-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

Methyl (2*S*)-3-[[(4-chlorophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

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(2*S*)-3-[[(4-chlorophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Ethyl-3-[[(4-chlorophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

Methyl (2*S*)-3-[[(1*S/R*)-1-(4-chlorophenyl)ethyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

Methyl (2*S*)-3-[[(1*S/R*)-1-(2,4-dimethylphenyl)ethyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

Methyl (2*S*)-3-[(1,3-benzodioxol-5-ylmethyl)amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

Methyl (2*S*)-3-[[(4-bromophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

Methyl (2*S*)-2-[[[[2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanoate;

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Methyl (2*S*)-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanoate;

(2*S*)-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

N-[2-[[(1*S*)-2-[[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*R*)-2-[[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S/R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxypropyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

tert-Butyl (3*R*)-4-[[(2,4-dimethylphenyl)methyl]amino]-3-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanoate;

N-[2-[[(1*R*)-2-[[(2,4-dimethylphenyl)methyl]amino]-1-(phenylmethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-bromo, 2-methylphenyl)methyl]amino]-2-[[[[2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(4-bromo, 2-methylphenyl)methyl]amino]-propanamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(methyl)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(methyl)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(phenyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

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N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(phenyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(phenyl)propyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(phenyl)propyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]- 2-(hydroxy)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

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N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

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N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

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N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(ethylamino)carbonyl]amino]-5-(trifluoromethyl)benzamide;

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N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(ethylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-pyrrolidinylcarbonyl)amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-azetidinylcarbonyl)amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-

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(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(methylamino)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(4-mopholinylcarbonyl)]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(1-piperazinylcarbonyl)]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

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N-[2-[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(4-morpholinylcarbonyl)amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(4-dimethylamino-2-methylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(4-dimethylamino-2-methylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-(*tert*-butyl)amino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-isopropylamino-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-benzylamino-5-(trifluoromethyl)benzamide;

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N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(methoxy)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(methoxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(methyl)propyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(methyl)propyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(ethyl)butyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-

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(ethyl)butyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(propyl)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(propyl)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[(*S*)-2-[[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(*S*)-1-[[(*S*)-2-[[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethoxy)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-

(difluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethylthio)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(pentafluoroethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-amino-5-(trifluoromethoxy)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-amino-5-(methyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-ethylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-propylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-cyclohexylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-isopropylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-(*tert*-butyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-(methylaminocarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-(isopropoxycarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-(isopropylaminocarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-(cyclohexylcarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-(*para*-chloro)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-[(beta-napthyl)methyl]amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-(*meta*-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-(*para*-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-(*ortho*-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[2-(*para*-trifluoromethyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-methylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-ethylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-propylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-(trifluoromethylcarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-(ethoxycarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2-methyl-4-bromophenyl)methyl]amino]-propanamide;

(2*S*)-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(4-bromophenyl)methyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-methylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-bromophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-bromo-2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-methoxyphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-methoxy-2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,3-dimethyl-4-methoxyphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-cyano-2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*-*tert*-Butyl-3-[[(4-ethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2-methyl-4-vinylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-ethyl-2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-isopropylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-butylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-dimethylaminophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*-*tert*-Butyl-3-[[(4-dimethylamino-2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-methylthiophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-methylsulfonylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(4-trifluoromethoxyphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(3-amino-4-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2-ethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*R*)-*N*-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*R*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*R*)-*N*-[(2-methyl)hydroxyprop-2-yl]-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Amyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-[(2-methyl)hydroxyprop-2-yl]-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-[(1-methyl)cycloprop-1-yl]-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*-Cyclopentyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Cyclohexyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-(β,β,β-Trifluoro)ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Allyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-Cyclopropylmethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

N-[2-[[(2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-1-(pyrrolid-3-enyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[(2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-1-(pyrrolidinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-1-(morpholinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

(2*S*)-*N*-Isobutyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*sec*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*)-*N*-*tert*-Butyl-4-[[(2,4-dimethylphenyl)methyl]amino]-3-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2*S*,3*R*)-*N*-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2*S*,3*R*)-*N*-Ethyl-3-[[(4-bromophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

AMENDMENTS TO THE CLAIMS

Methyl (2*R*)-2-[[(2,4-dimethylphenyl)methyl]amino]-3-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

(2*R*)-*N*-Ethyl-2-[[(2,4-dimethylphenyl)methyl]amino]-3-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

Methyl (2*S*)-4-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanoate;

(2*S*)-4-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2*S*)-*N*-Ethyl-4-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2*S*)-*N*-Ethyl-4-[[(2,4-dimethylphenyl)methyl]methylamino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(2,4-dimethylphenyl)methyl]methylamino]-butanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(2,4-dimethylphenyl)methyl]methylamino]-butanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(4-ethylphenyl)methyl]amino]-butanamide;

(2*S*)-*N*-*tert*-Butyl-4-[[(2,4-dimethylphenyl)methyl]amino]- 2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

AMENDMENTS TO THE CLAIMS

(2*S*)-*N*-*tert*-Butyl-4-[[(4-ethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2*S*)-*N*-Ethyl-5-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-pentanamide;

N-[2-[[(1*S*, 2*S*/*R*)-1-[[[(2,4-dimethylphenyl)methyl]methylamino]methyl]-2-hydroxy-3-(methyl)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]methylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]isopropylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]methylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]isopropylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

(2*S*)-*N*-*tert*-Butyl-3-[[(2,4-dimethylphenyl)methyl]methylamino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide; and

(2*S*)-*N*-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl] amino]-2-methyl-propanamide.

15. (ORIGINAL) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1.

16. (CANCELLED)

17. (CANCELLED)

18. (PREVIOUSLY PRESENTED) A method for antagonizing MCP-1 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

19. (CANCELLED)

AMENDMENTS TO THE CLAIMS

20. (CURRENTLY AMENDED) The method for treating disorders, ~~of claim 19,~~ comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1, wherein said disorders being selected from psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

21. (PREVIOUSLY PRESENTED) The method for treating disorders, of claim 20, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

22. (PREVIOUSLY PRESENTED) The method for treating disorders, of claim 21, wherein said disorders being selected from asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

23. (PREVIOUSLY PRESENTED) A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

24. (PREVIOUSLY PRESENTED) A method for treating multiple sclerosis, comprising administering to a

patient in need thereof a therapeutically effective amount of a compound of claim 1.

25. (PREVIOUSLY PRESENTED) A method for treating atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

26. (PREVIOUSLY PRESENTED) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

27. (CANCELLED)

28. (PREVIOUSLY PRESENTED) A method for antagonizing CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

29. (PREVIOUSLY PRESENTED) A method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 10, said disorders being selected from asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

30. (PREVIOUSLY PRESENTED) A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

AMENDMENTS TO THE CLAIMS

31. (PREVIOUSLY PRESENTED) A method for treating multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

32. (PREVIOUSLY PRESENTED) A method for treating atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

33. (PREVIOUSLY PRESENTED) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

34. (CANCELLED)

35. (PREVIOUSLY PRESENTED) A method for antagonizing CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

REMARKS

Reconsideration and reexamination is respectfully requested. A Request for Continued Examination is being submitted herewith. Furthermore, consideration of the IDS submitted on March 9, 2005 is respectfully requested.

In the advisory action dated March 25, 2005, claim 20 was rejected for being dependent from a cancelled claim. Claim 20 has been amended. Therefore, withdrawal of the rejection against claim 20 is respectfully requested.

The application is now believed to be in condition for allowance and notification thereof is respectfully requested.

Respectfully submitted,

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